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RECORDATION NO. 14436-A Filed 1425

FEB 8 1985 3 25 PM

RECORDATION NO. 14436-A Filed 1425

INTERSTATE COMMERCE COMMISSION

FEB 8 1985 3 25 PM

February 8, 1985

INTERSTATE COMMERCE COMMISSION

5-039A088

No.

Date FEB 8 1985

Fee \$ 20.00

ICC Washington, D.C.

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Dear Secretary:

As attorneys for Dean Witter Rail Investors Limited Partnership, we have enclosed eight original sets of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code

These documents are, within the classification scheme promulgated as 49 C.F.R. §1177.1, as follows:

1. An Amendment to Lease Supplement No. 3, dated as of December 28, 1984, to a Lease of Railroad Equipment dated as of August 15, 1984. The Lease was filed and recorded with the ICC on September 28, 1984, and assigned recordation number 14436; Lease Supplement No. 1 (filed September 28, 1984) was assigned recordation number 14436-A, Lease Supplement No. 2 (filed October 31, 1984) was assigned recordation number 14436-E; and Lease Supplement No. 3 (filed December 28, 1984) was assigned recordation number 14436-G. This Amendment to Lease Supplement No. 3 is a secondary document.
2. An Amendment to Supplement No. 3, dated as of December 28, 1984, to a Trust and Security Agreement dated as of August 15, 1984. The Trust and Security Agreement was filed and recorded with the ICC on September 28, 1984, and assigned recordation number 14436-B; Supplement No. 1 (filed September 28, 1984) was assigned recordation number 14436-C; Supplement No. 2 (filed October 31, 1984) was assigned recordation number 14436-D; and Supplement No. 3 (filed December 28, 1984) was assigned recordation number 14436-F. This Amendment to Supplement No. 3 is a secondary document.

ICC OFFICE OF  
THE SECRETARY  
FEB 8 3 18 PM '85  
MOTOR VEHICLE UNIT

For Mr. [Signature]  
C. [Signature]

MORGAN, LEWIS & BOCKIUS

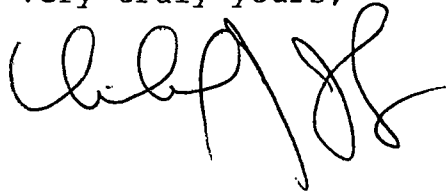
The equipment covered by the documents presented for filing herewith is the same equipment covered by the documents previously filed and recorded with you.

A fee of \$ 20.00 is enclosed. Please return all copies not needed for recordation to the person presenting this letter and its enclosures for filing.

A short summary of the documents, to appear in the index, follows:

1. Amendment to Lease Supplement No. 3, dated as of December 28, 1984, to a Lease of Railroad Equipment between DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, lessor, and CARGILL, INCORPORATED, lessee, dated as of August 15, 1984.
2. Amendment to Supplement No. 3, dated as of December 28, 1984, to a Trust and Security Agreement between DEAN WITTER RAIL INVESTORS LIMITED PARTNERSHIP, owner, and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, trustee, dated as of August 15, 1984.

Very truly yours,

A handwritten signature in black ink, appearing to be 'W. Bockius', written over the closing text.

14436-2  
FEB 8 1985 3 21 PM  
Amendment to Lease  
Supplement No. 3

INTERSTATE COMMERCE COMMISSION

This Amendment dated as of December 28, 1984 is executed and delivered by Cargill, Incorporated (the "Lessee") and Dean Witter Rail Investors Limited Partnership (the "Lessor") pursuant to and in accordance with the Lease of Railroad Equipment dated as of August 15, 1984 between Lessor and Lessee (the "Lease", the defined terms being used herein with their defined meanings).

WHEREAS, the Lessor and Lessee have previously executed and delivered a Lease Supplement No. 3 (the "Third Lease Supplement") to the Lessee;

WHEREAS, the Third Lease Supplement states that all 79 Rail Cars were manufactured by Union Tank Car Company whereas nine of such Rail Cars were manufactured by Trinity Industries Inc.;

WHEREAS, Schedule 1 to the Third Lease Supplement does not list the AAR Mechanical Description or the DOT Specifications for any of the Rail Cars; and

WHEREAS, the parties hereto desire to amend the Third Lease Supplement to correct the above matters;

NOW, THEREFORE, Schedule 1 to the Third Lease Supplement is hereby amended to read in its entirety as follows:

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<u>Descriptions, Quantity and Manufacturer</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>Purchase Price</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
	CRGX 4154	\$42,104.00			
	CRGX 4155	\$42,104.00			
	CRGX 4159	\$42,104.00			
	CRGX 4161	\$42,104.00			
	CRGX 4162	\$42,104.00			
	CRGX 4163	\$42,104.00			
	CRGX 4164	\$42,104.00			
	CRGX 4165	\$42,104.00			
	CRGX 4166	\$42,104.00			
	CRGX 4168	\$42,104.00			
	CRGX 4177	\$42,104.00			
	CRGX 4178	\$42,104.00			
	CRGX 4183	\$42,104.00			
	CRGX 4186	\$42,104.00			
	CRGX 4187	\$42,104.00			
	CRGX 4189	\$42,104.00			
	CRGX 4233	\$42,104.00			
	CRGX 4138	\$41,758.00			
	CRGX 4142	\$41,758.00			
	CRGX 4144	\$41,758.00			
	CRGX 4146	\$41,758.00			
	CRGX 4149	\$41,758.00			
	CRGX 4152	\$41,758.00			
	CRGX 4156	\$41,758.00			
	CRGX 4169	\$41,758.00			
	CRGX 4170	\$41,758.00			
	CRGX 4171	\$41,758.00			
	CRGX 4172	\$41,758.00			
	CRGX 4174	\$41,758.00			
	CRGX 4175	\$41,758.00			
	CRGX 4176	\$41,758.00			
	CRGX 4180	\$41,758.00			
	CRGX 4181	\$41,758.00			
	CRGX 4182	\$41,758.00			
	CRGX 4188	\$41,758.00			
	CRGX 4191	\$41,758.00			
	CRGX 4192	\$41,758.00			
	CRGX 4196	\$41,758.00			
	CRGX 4198	\$41,758.00			
	CRGX 4200	\$41,758.00			

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IN WITNESS WHEREOF, Lessee and Lessor have each caused this Amendment to be duly executed by a duly authorized officer as of the date set forth above.

CARGILL, INCORPORATED

By:

Ernest S. Midek  
Title: Ernest S. Midek, President  
Domestic Corn Milling Div.

DEAN WITTER RAIL INVESTORS  
LIMITED PARTNERSHIP

By: Dean Witter Transportation  
Leasing Corporation, as  
General Partner

By:

John L. Knudsvig  
Title: J.D.

By: CLC Investors, Inc.,  
as General Partner

By:

Gordon E. Knudsvig  
Title: Gordon E. Knudsvig, Executive Vice President  
E.V.P.

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) : ss.:

On the 18th day of January, 1985, before me personally appeared Ernest S. Mick, to me personally known, who, being duly sworn, said that he is a President-Corn Milling Div. of CARGILL, INCORPORATED; that one of the seals affixed to the foregoing instrument is the seal of said company; that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Mary L. Bensen  
Notary Public

My commission expires: 11-21-90

STATE OF MINNESOTA     )  
                                      :   ss.:  
COUNTY OF HENNEPIN    )

On the 18<sup>th</sup> day of January, 1985, before me personally came Gordon E. Knudsvig, known to me to be the Exec. - Vice President of CLC INVESTORS, INC., one of the corporations that executed the foregoing instrument, who, being duly sworn, acknowledged that he resides at 6920 Dakota Trail Edina, MN.; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by the order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



Mary L. Bensen  
Notary Public

My commission expires: 11-21-90



STATE OF New York     )  
                              :     ss.:  
COUNTY OF New York    )

On the 31 day of January, 1985, before me personally came JAMES E. SWILART, known to me to be the Vice President of DEAN WITTER TRANSPORTATION LEASING CORPORATION, one of the corporations that executed the foregoing instrument, who, being duly sworn, acknowledged that he resides at 64 HALLSLEY RYE NEW YORK; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by the order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Deborah D. DiJoseph  
Notary Public

DEBORAH D. DIJOSEPH  
Notary Public, State of New York  
No. 31-4816798  
Qualified in New York County  
Commission Expires March 30, 1986

My commission expires: \_\_\_\_\_